

## **UPDATE ON RESPONSE TO 2022 AGM VOTING OUTCOME**

At the 2022 AGM, Tesco PLC received more than 20% votes against the re-election of Bertrand Bodson as a Director.

The Board was naturally disappointed with the overall voting outcome and has actively sought to engage with significant shareholders who voted against Mr Bodson's re-election to understand their voting decision and concerns around the perceived "over-boarding".

The Board continues to believe that Bertrand has sufficient time to devote to his role as a Non-executive Director of Tesco PLC and he continues to make an effective and valuable contribution to the Board and Corporate Responsibility Committee.

The Nominations and Governance Committee carefully monitors all directors' external time commitments and the effectiveness of Directors. If the Committee identify any issues of concern, it would take appropriate action.

The Board will continue to engage with shareholders and provide further disclosure in the 2023 Annual Report and Accounts.

November 2022